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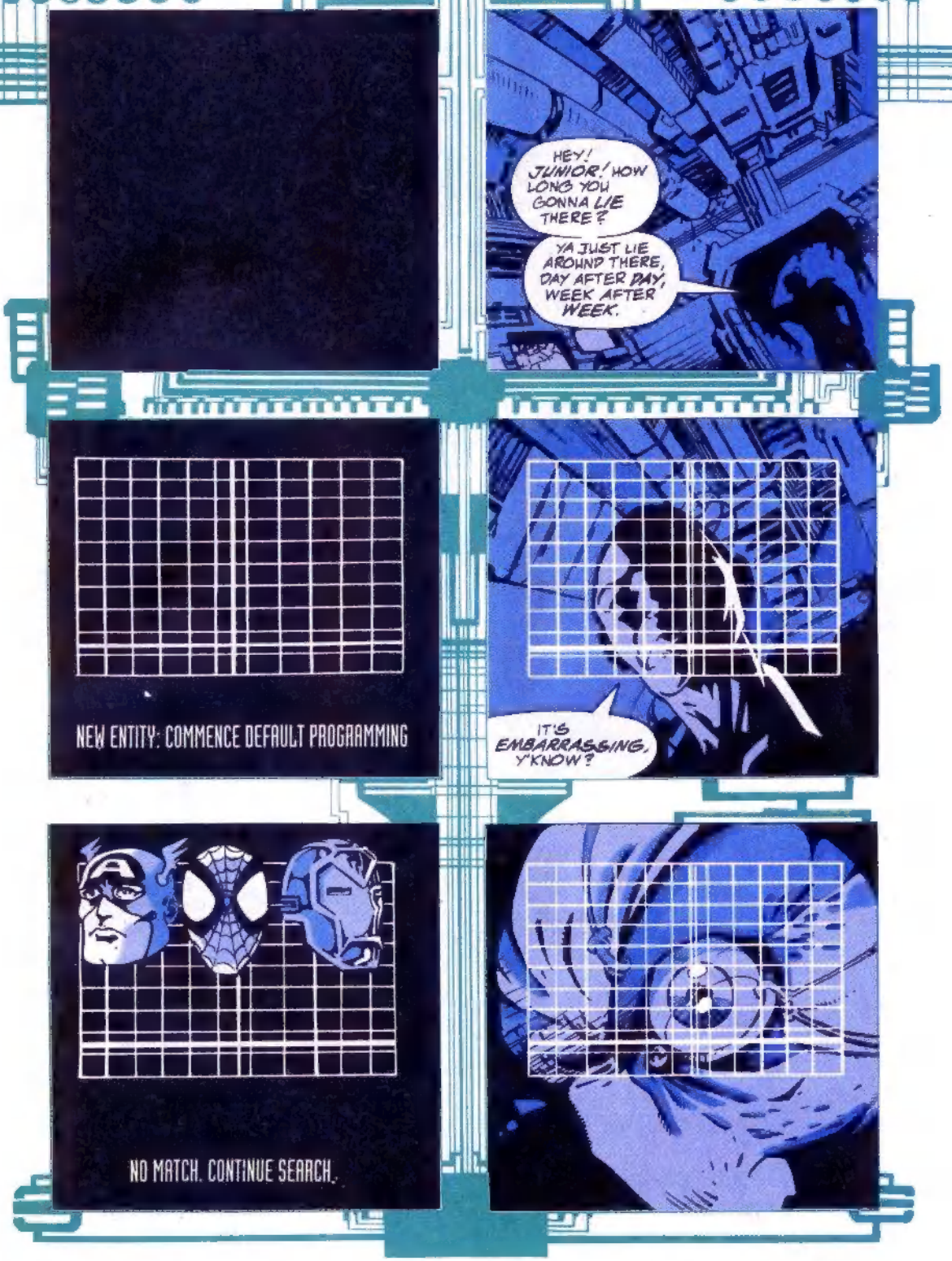
HEY! JUNIOR! HOW LONG YOU GONNA LIE THERE?
YA JUST LIE AROUND THERE, DAY AFTER DAY, WEEK AFTER WEEK.
NEW ENTITY: COMMENCE DEFAULT PROGRAMMING
IT'S EMBARRASSING, Y'KNOW?
NO MATCH. CONTINUE SEARCH.

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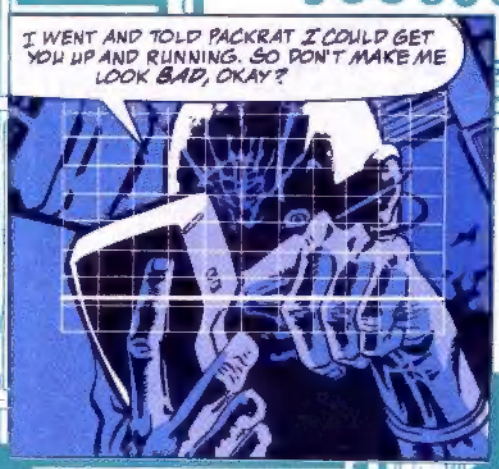
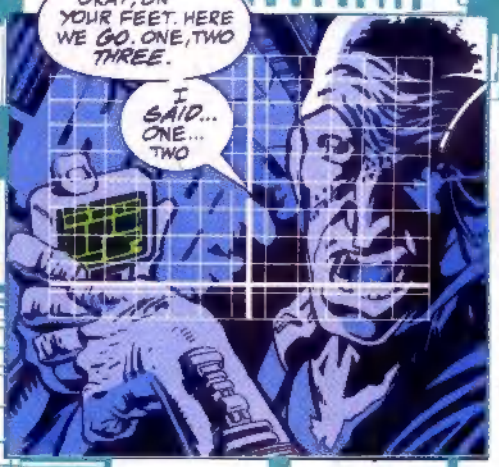
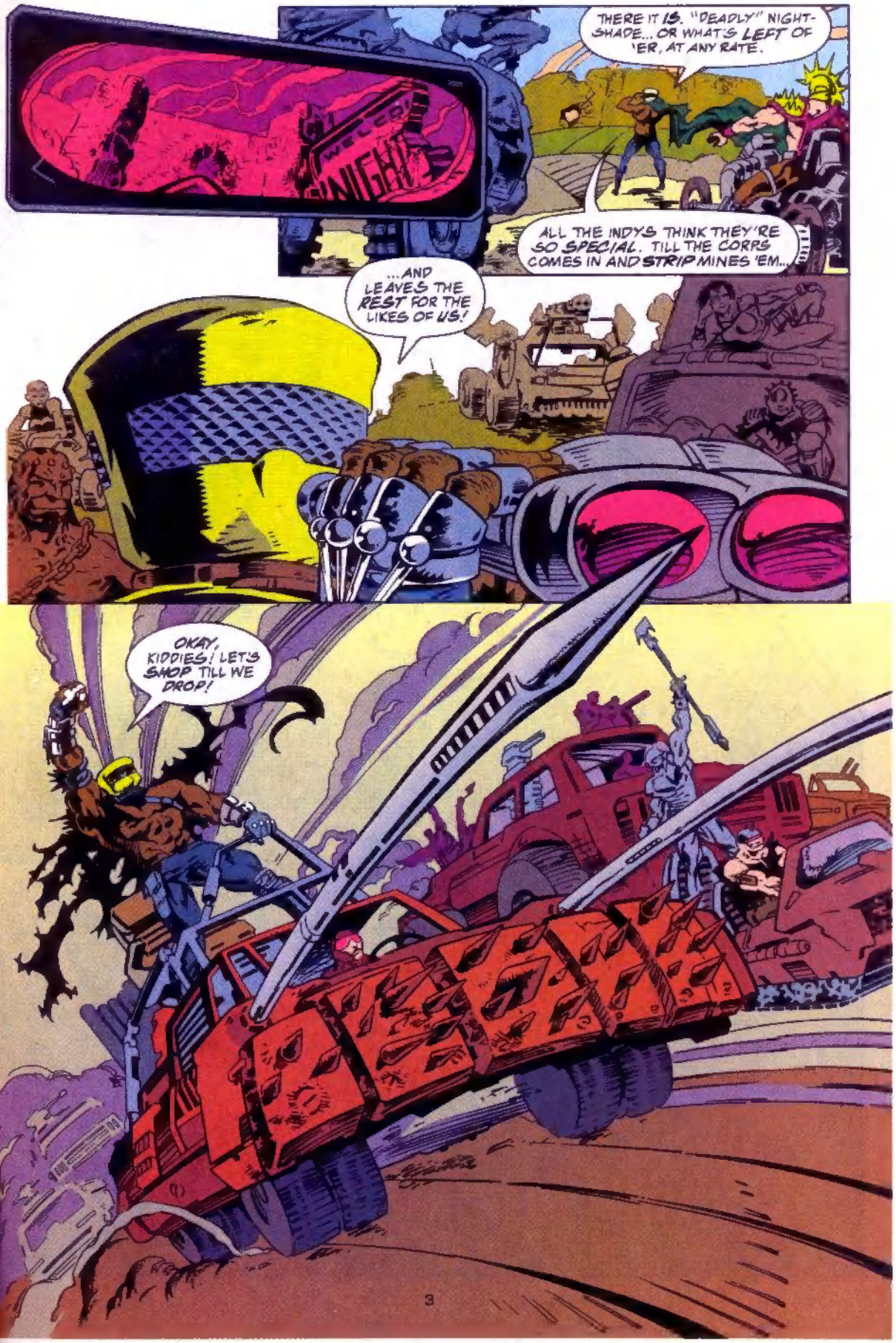

I WENT AND TOLD PACKRAT I COULD GET YOU UP AND RUNNING. SO DON'T MAKE ME LOOK BAD, OKAY?


OKAY, ON YOUR FEET. HERE WE GO. ONE, TWO THREE.
I SAID... ONE... TWO

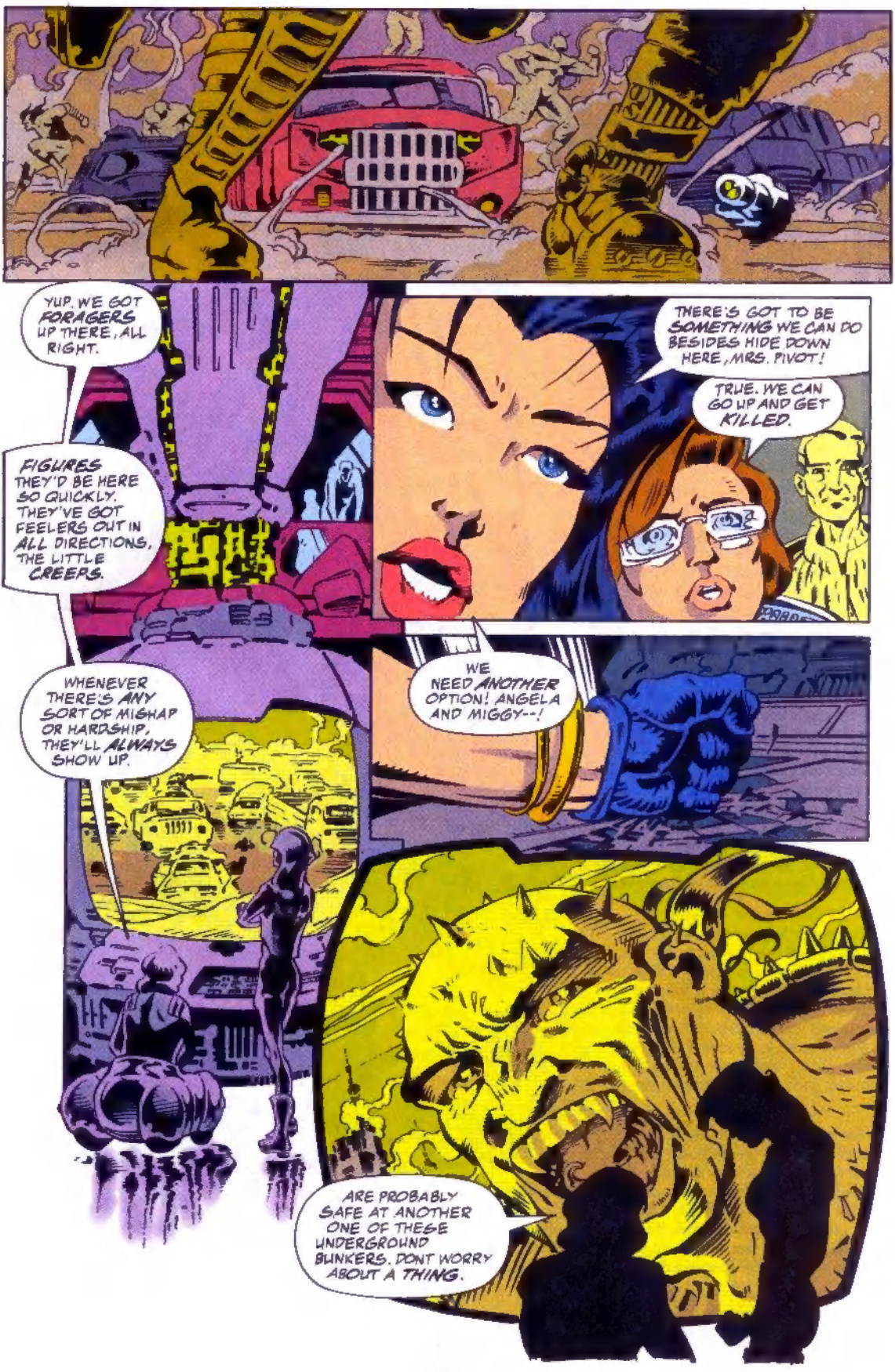
NO MATCH FOUND. END SEARCH. RETURN TO STAND-BY MODE.

AW, FINE! SO STAY THERE UNTIL YOUR INNARDS RUST!
SEE WHAT I SHOCKIN' CARE!


NIGHT
THERE IT IS. "DEADLY" NIGHTSHADE... OR WHAT'S LEFT OF 'ER, AT ANY RATE.
ALL THE INDYS THINK THEY'RE SO SPECIAL. TILL THE CORPS COMES IN AND STRIP MINES 'EM...
...AND LEAVES THE REST FOR THE LIKES OF US!
OKAY, KIDDIES! LET'S SHOP TILL WE DROP!

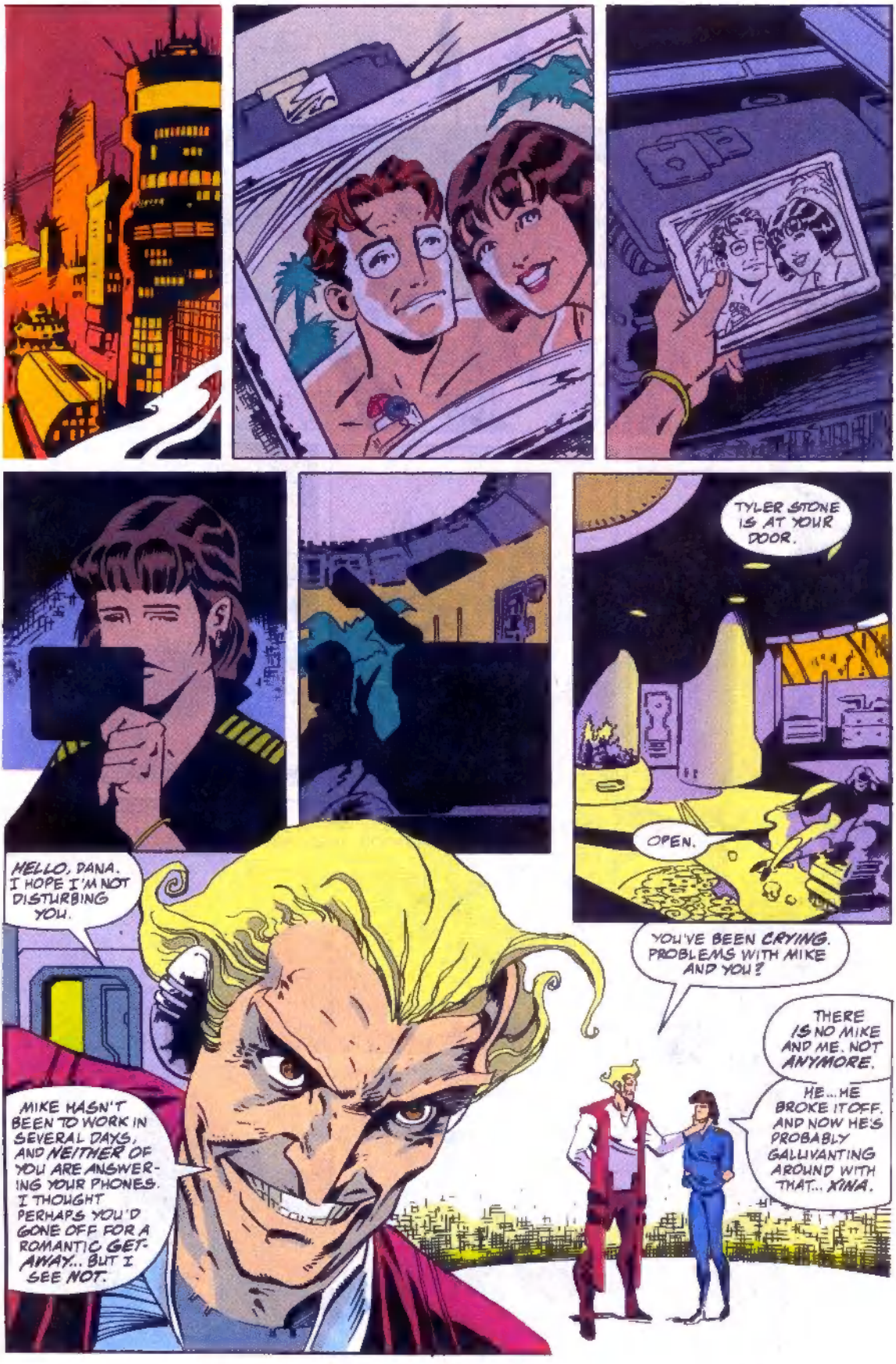
GOING OUT OF

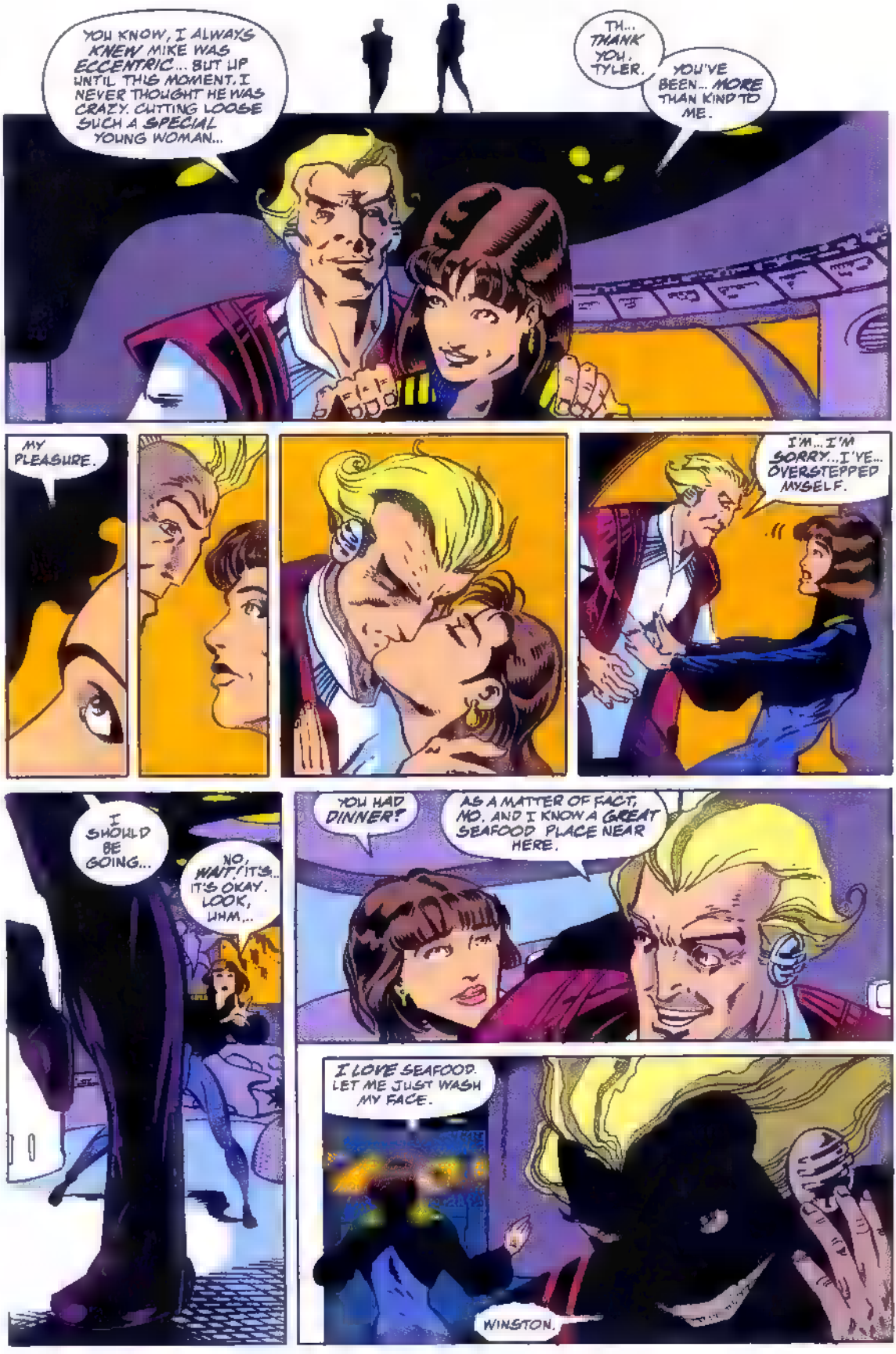
BUSINESS SALE
PETER DAVID, WRITER
JOE ST. PIERRE, PENCILER
JIMMY PALMIOTTI, INKER
KEN LOPEZ, LETTERER
MIKE THOMAS, COLORIST
JOEY CAVALIERI, EDITOR
BOBBIE CHASE, CHIEF


YUP. WE GOT FORAGERS UP THERE, ALL RIGHT.
FIGURES THEY'D BE HERE SO QUICKLY. THEY'VE GOT FEELERS OUT IN ALL DIRECTIONS, THE LITTLE CREEPS.
WHENEVER THERE'S ANY SORT OF MISHAP OR HARDSHIP, THEY'LL ALWAYS SHOW UP.
THERE'S GOT TO BE SOMETHING WE CAN DO BESIDES HIDE DOWN HERE, MRS. PIVOT!
TRUE. WE CAN GO UP AND GET KILLED.
WE NEED ANOTHER OPTION! ANGELA AND MIGGY--!
ARE PROBABLY SAFE AT ANOTHER ONE OF THESE UNDERGROUND BUNKERS. DONT WORRY ABOUT A THING.

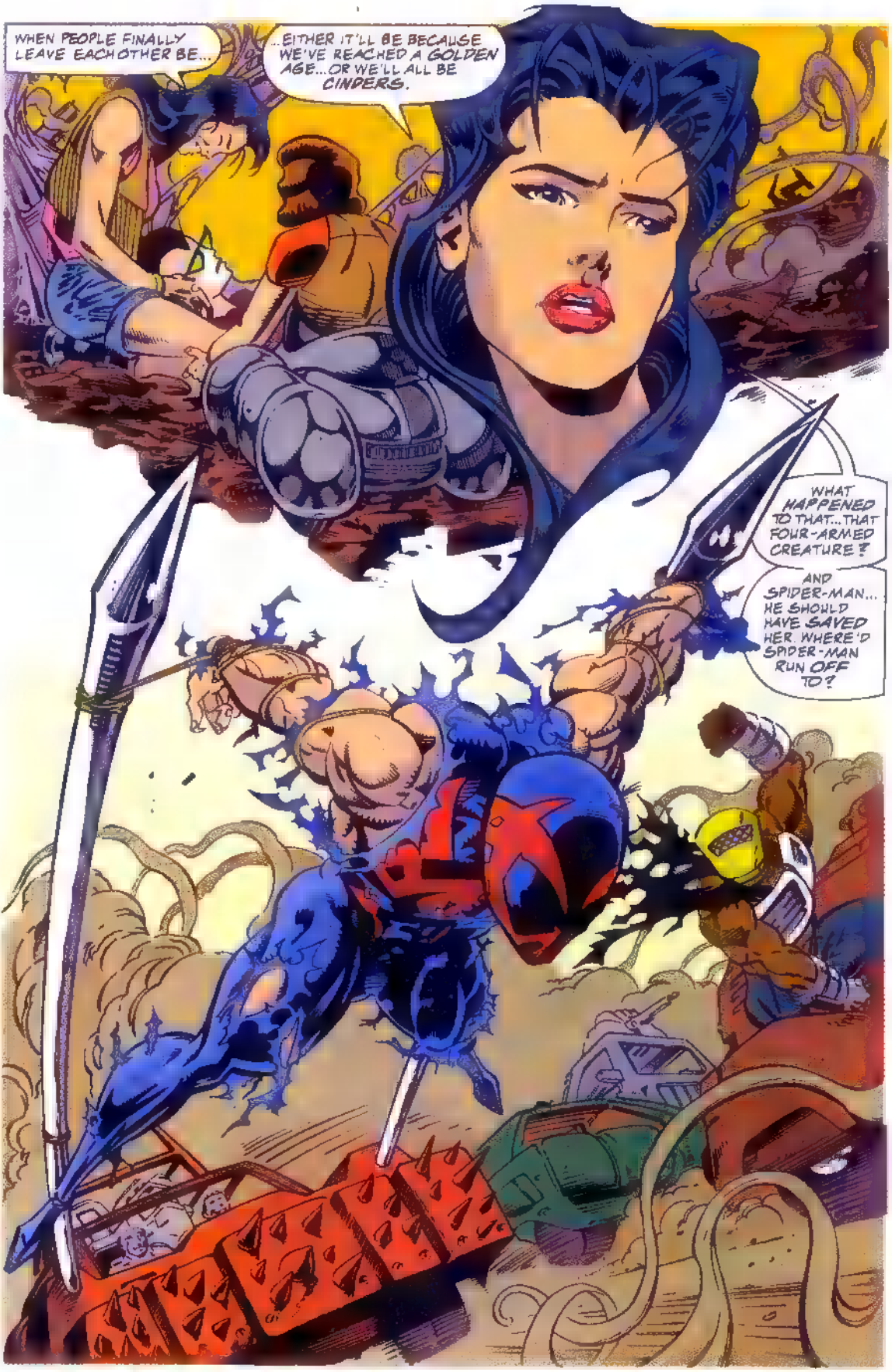
HEY! PACKRAT! C'MERE! Y'GOTTA GLOM THIS!
ON MY WAY, SOLLY.
WELL WELL WELL WELL WELL...
WHAT HAVE WE HERE?
THINK THIS IS ONE OF THOSE SPIDER-ITES... OR IS IT THE GEN-U-INE AR-TEECLE.
COULD BE REAL. LOOKS LIKE HE TRIED TO WEB HIMSELF AND THE GIRL INTO A COCOON OR SOMETHING TO SURVIVE THE BLAST. DIDN'T WORK TOO GOOD.

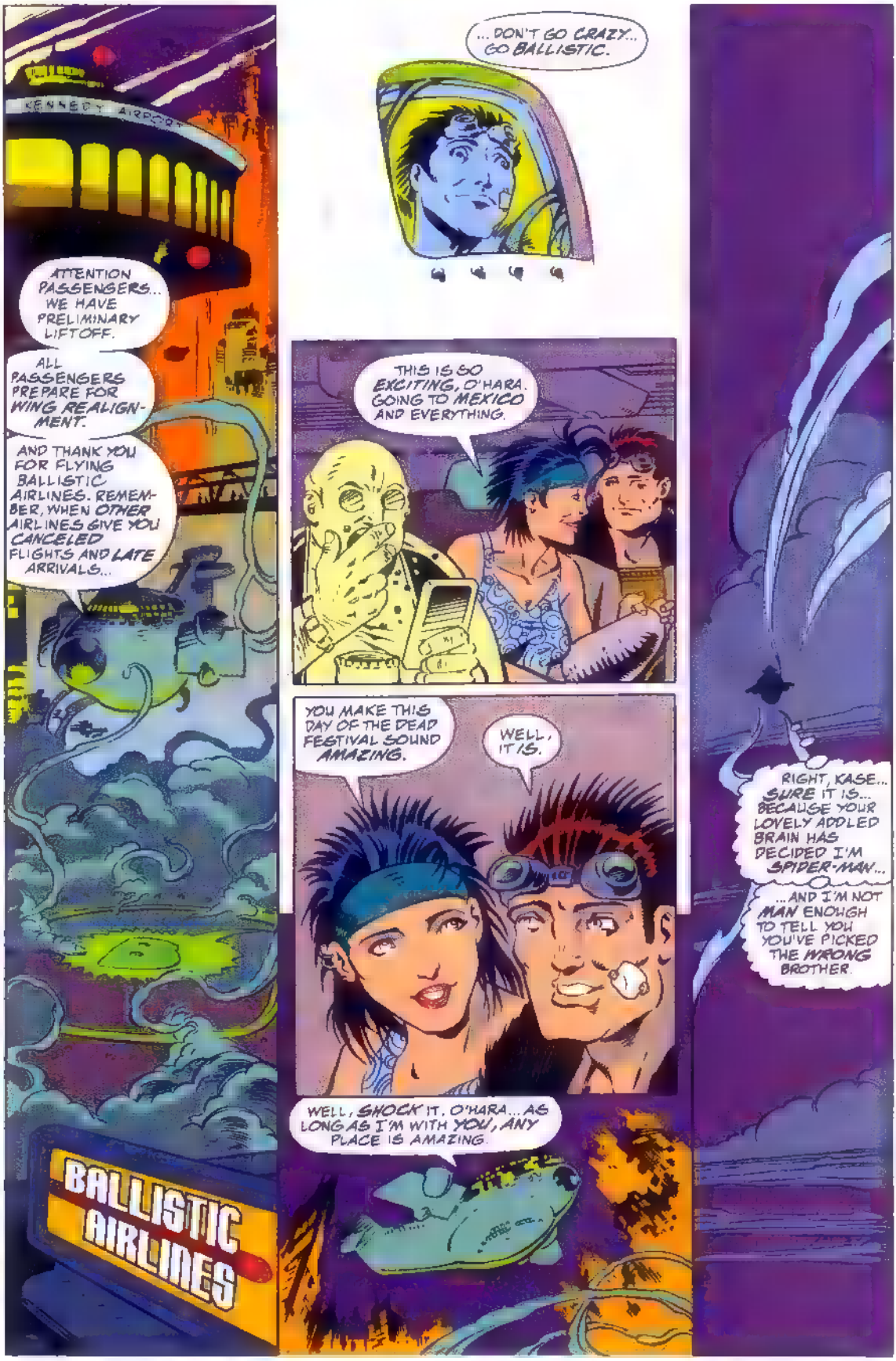
STILL MIGHT BE FAKE, THOUGH.
WHOA. HOLD IT. CHECK THESE TALONS ON HIS FINGERS. LOOK SHARP AS--
YOWTCH!
IT'S HIM AWRIGHT. BOX 'IM UP. WE'LL BRING 'IM BACK.
WHAT ABOUT THE GIRL?
SHE'S DEAD, MAN. WHAT GOOD'S A WOMAN IF SHE'S DEAD?
DON'T KNOCK IT 'TIL YA TRIED IT.
OOOF!
THAT IS SO SICK.
IT'S ATTITUDES LIKE THAT THAT ARE GONNA LEAD TO THE DOWNFALL OF CIVILIZATION AS WE KNOW IT.


TYLER STONE IS AT YOUR DOOR.
OPEN.
HELLO, DANA. I HOPE I'M NOT DISTURBING YOU.
MIKE HASN'T BEEN TO WORK IN SEVERAL DAYS, AND NEITHER OF YOU ARE ANSWERING YOUR PHONES. I THOUGHT PERHAPS YOU'D GONE OFF FOR A ROMANTIC GET-AWAY.. BUT I SEE NOT.
YOU'VE BEEN CRYING. PROBLEMS WITH MIKE AND YOU?
THERE IS NO MIKE AND ME. NOT ANYMORE.
HE...HE BROKE IT OFF. AND NOW HE'S PROBABLY GALLIVANTING AROUND WITH THAT... XINA.


YOU KNOW, I ALWAYS KNEW MIKE WAS ECCENTRIC... BUT UP UNTIL THIS MOMENT, I NEVER THOUGHT HE WAS CRAZY. CUTTING LOOSE SUCH A SPECIAL YOUNG WOMAN...
TH... THANK YOU, TYLER.
YOU'VE BEEN... MORE THAN KIND TO ME.
MY PLEASURE.
I'M... I'M SORRY... I'VE... OVERSTEPPED MYSELF.
I SHOULD BE GOING...
NO, WAIT! IT'S... IT'S OKAY. LOOK, UHM...
YOU HAD DINNER?
AS A MATTER OF FACT, NO, AND I KNOW A GREAT SEAFOOD PLACE NEAR HERE.
I LOVE SEAFOOD. LET ME JUST WASH MY FACE.
WINSTON.

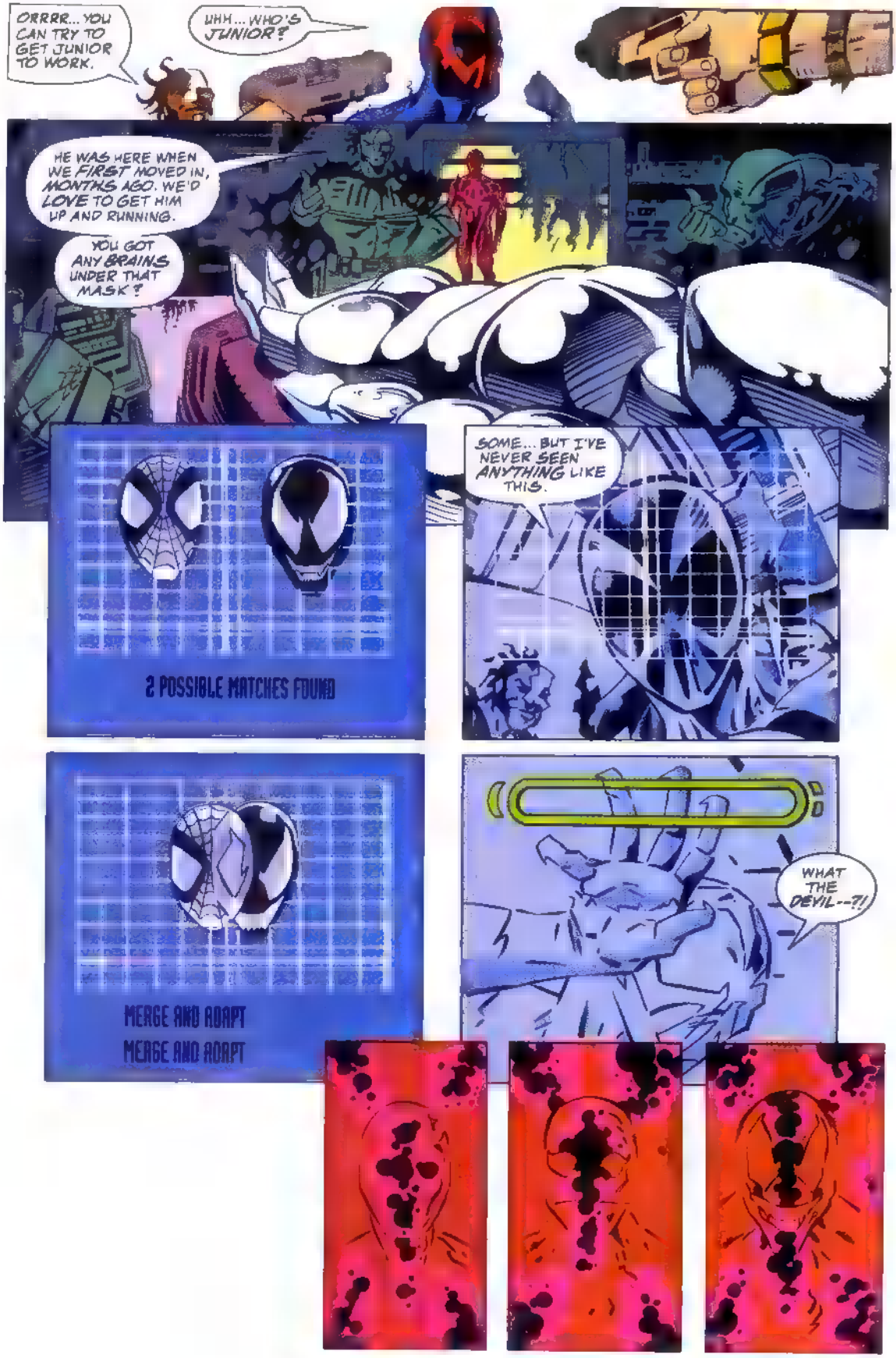
YES SIR.
AS I SUSPECTED, MIKE HAS RABBITED. HAVE HIM BROUGHT BACK.
BUT FIRST BRING THE CAR AROUND. I HAVE A DINNER ENGAGEMENT, AS PART OF SOME CAREFULLY LAID PLANS.
NIGHTSHADE...
LONG MOMENTS AFTER THE ALL-CLEAR HAS BEEN SOUNDED...
...THE RESIDENTS EMERGE TO FIND THE REMAINS OF THEIR CAREFULLY-ORDERED LIVES.
SHE NEEDS HER GLASSES..
SHE ALWAYS NEEDED HER GLASSES... AND... LORD... HER HAIR'S A MESS... SHE WAS ALWAYS SO FASTIDIOUS...
WHY.. WHY COULDN'T THEY JUST LEAVE US ALONE? LET US BE?


WHEN PEOPLE FINALLY LEAVE EACH OTHER BE...
...EITHER IT'LL BE BECAUSE WE'VE REACHED A GOLDEN AGE...OR WE'LL ALL BE CINDERS.
WHAT HAPPENED TO THAT...THAT FOUR-ARMED CREATURE?
AND SPIDER-MAN... HE SHOULD HAVE SAVED HER. WHERE'D SPIDER-MAN RUN OFF TO?

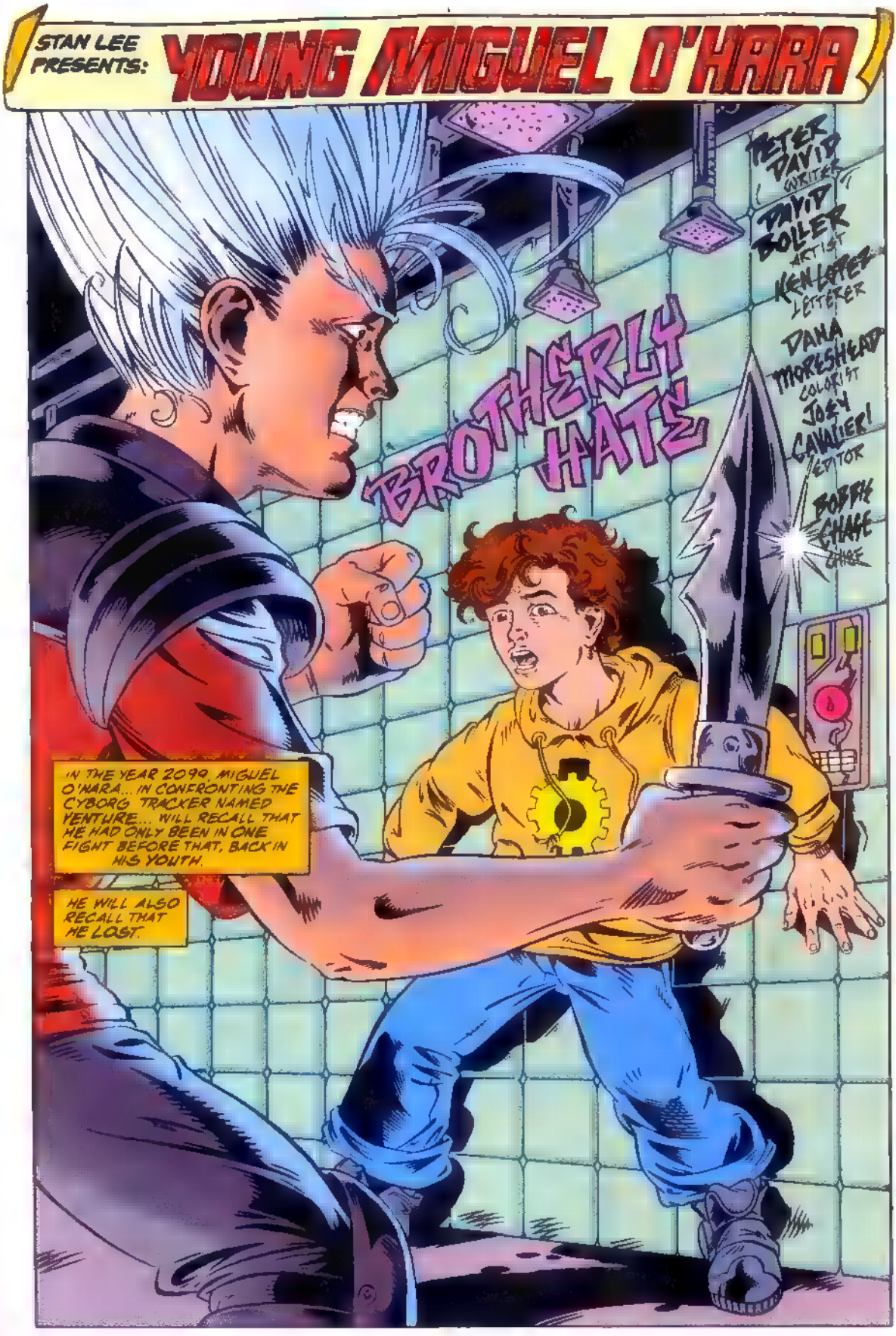

KENNEDY AIRPORT
ATTENTION PASSENGERS... WE HAVE PRELIMINARY LIFTOFF.
ALL PASSENGERS PREPARE FOR WING REALIGNMENT.
AND THANK YOU FOR FLYING BALLISTIC AIRLINES. REMEMBER, WHEN OTHER AIRLINES GIVE YOU CANCELED FLIGHTS AND LATE ARRIVALS...
BALLISTIC AIRLINES
... DON'T GO CRAZY... GO BALLISTIC.
THIS IS SO EXCITING, O'HARA. GOING TO MEXICO AND EVERYTHING.
YOU MAKE THIS DAY OF THE DEAD FESTIVAL SOUND AMAZING.
WELL, IT IS.
WELL, SHOCK IT, O'HARA... AS LONG AS I'M WITH YOU, ANY PLACE IS AMAZING.
RIGHT, KASE... SURE IT IS... BECAUSE YOUR LOVELY ADDLED BRAIN HAS DECIDED I'M SPIDER-MAN...
... AND I'M NOT MAN ENOUGH TO TELL YOU YOU'VE PICKED THE WRONG BROTHER.

HELLO- I'M MISTER ED
HELLOOOO ED!
ARE YOU AWAKE YET?!?
HELLOOOO SPIDER-MAN!
WHA... WHAT'S THAT THING ON THAT MONITOR?!
OUR MORNING PROGRAM, FROM OUR TREASURE TROVE. THE ADVENTURES OF A HORSE THAT TALKS.
BUT... BUT NO ONE CAN TALK TO A HORSE. OF COURSE.
AH, THAT IS, OF COURSE, UNLESS THE HORSE IS THE FAMOUS MISTER ED.

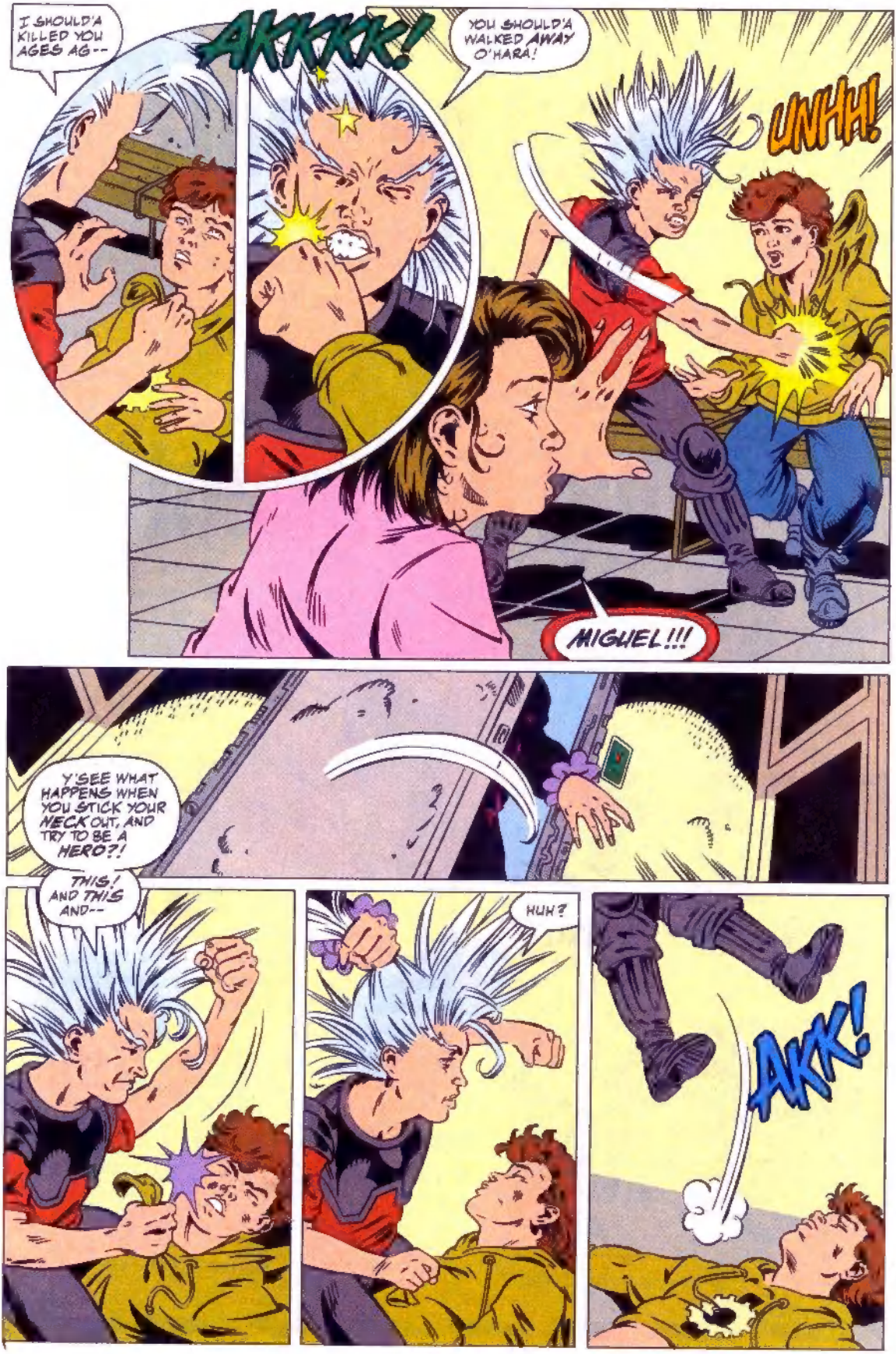
WOULD YOU LIKE A POPTART?
WHO ARE YOU? WHAT IS THIS PLACE?
WE'RE HUMBLE FORAGERS. I AM PACKRAT. THIS IS OUR PLACE. WE THINK IT USED TO BE SOMEONE ELSE'S. A RESEARCH FACILITY, OR SHELTER...IN CASE THERE WAS A MAJOR WAR.
WELL, THAT'S... REALLY NICE. BUT I GOTTA GO...
SPIDER-MAN SAYS HE'S GOTTA GO!
AWWWW. SEE, WILBUR!
THIS IS INSANE! I HAVEN'T SEEN ANYTHING THIS NUTSO SINCE THE VULTURE!
THE VULTURE?! WE COME FROM THE SAME.. SCHOOL AS IT WERE! ARE YOU FRIENDS?
WE HAD A... FALLING OUT.
TELL YOU WHAT. WE'LL GIVE YOU A CHOICE. EITHER YOU CAN FIGHT YOUR WAY OUT...
FOOM
FOOM
FOOM

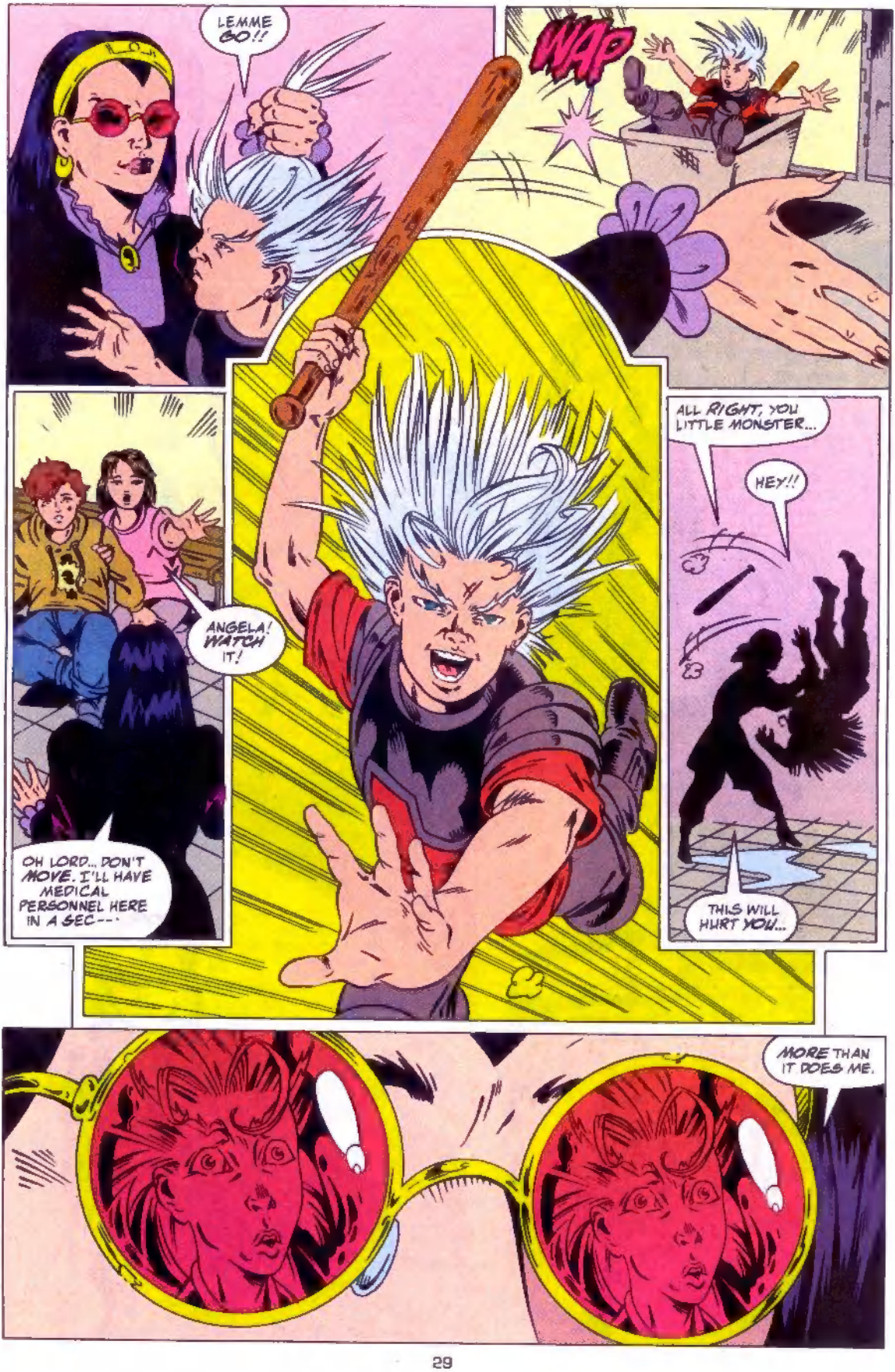

ORRRR... YOU CAN TRY TO GET JUNIOR TO WORK.
UHH... WHO'S JUNIOR?
HE WAS HERE WHEN WE FIRST MOVED IN, MONTHS AGO. WE'D LOVE TO GET HIM UP AND RUNNING.
YOU GOT ANY BRAINS UNDER THAT MASK?
2 POSSIBLE MATCHES FOUND
SOME... BUT I'VE NEVER SEEN ANYTHING LIKE THIS.
MERGE AND ADAPT
MERGE AND ADAPT
WHAT THE DEVIL--?!

WELL, IT TOOK YOU LONG ENOUGH!!!
I THOUGHT YOU'D NEVER GET HERE!!
HOLD IT! KEEP AWAY FROM ME--!
KEEP AWAY?! BUDDY... I'M YOUR FLIPSIDE.
I'M GONNA [redacted] YOUR BESTEST FRIEND FOR THE REST OF YOUR WHOLE ENTIRE LIFE... IF THAT'S OKAY WITH YOU...
AND IF NOT, WELL FINE! THEN I'LL KILL YA!
OKAY? OKAY!
NEXT: SOME CHOICE!


STAN LEE PRESENTS:
YOUNG MIGUEL O'HARA
BROTHERLY HATE
PETER DAVID WRITER
DAVID BOLLER ART/LET
KEN LOPEZ LETTERER
DANA MORESHEAD COLORIST
JOEY CAVALIERI EDITOR
BOBBIE CHASE EDITOR
IN THE YEAR 2099, MIGUEL O'HARA... IN CONFRONTING THE CYBORG TRACKER NAMED VENTURE... WILL RECALL THAT HE HAD ONLY BEEN IN ONE FIGHT BEFORE THAT, BACK IN HIS YOUTH.
HE WILL ALSO RECALL THAT HE LOST.

GO AHEAD, O'HARA. TRY AND RUN.
YOU WON'T GET MORE'N A STEP BEFORE I CARVE YOU INTO--
ARRHHHH!
YOU LITTLE CREEP!
OOOFF!!
OKAY! WE'RE... WE'RE EVEN NOW, OKAY?!
YOU GOTTA BE KIDDIN'!
UNHH!


I SHOULD'A KILLED YOU AGES AG--
AKKKK!
YOU SHOULD'A WALKED AWAY O'HARA!
UNHH!
MIGUEL!!!
Y'SEE WHAT HAPPENS WHEN YOU STICK YOUR NECK OUT, AND TRY TO BE A HERO?!
THIS! AND THIS AND--
HUH?
AKK!


LEMME GO!!
WAP
ALL RIGHT, YOU LITTLE MONSTER...
HEY!!
ANGELA! WATCH IT!
OH LORD... DON'T MOVE. I'LL HAVE MEDICAL PERSONNEL HERE IN A SEC---
THIS WILL HURT YOU...
MORE THAN IT DOES ME.

KRAK
ARRHHH!! MY ARM! YOU BROKE MY SHOCKIN' ARM!
IT'S ONLY A HAIRLINE FRACTURE.
USE THE GOOD ARM TO PACK YOUR BAGS. AFTER A COMMITTEE MEETING, WE'RE GOING TO EXPEL YOU.
MY FATHER'LL EAT YOU ALIVE! YOU'RE DEAD, LADY! DEAD!
WE'LL SEE.
I CAN WALK... LEMME WALK TO THE INFIRMARY...
IF YOU'RE SURE.
BY THE WAY... DID YOU SEE HOW KRON BROKE HIS ARM?
SLIPPED IN THE SHOWER.
SOUNDS GOOD TO ME.